

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

May 28, 1996

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

20110  
RECORDATION NO. \_\_\_\_\_ FILED 1425

MAY 28 1996 - 11 40 AM

STATE COMMISSION

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Notice of Name Change dated May 23, 1996, a primary document not previously recorded.

The names and addresses of the parties to the enclosed document are as follows:

ASSIGNOR:  
(for purpose of  
indexing)

- BOT Funding Corporation  
125 Summer Street  
Boston, MA 02110

ASSIGNEE:  
(for purpose of  
indexing)

BTM Funding Corporation  
125 Summer Street  
Boston, MA 02110

BOT Funding Corporation has changed its name, effective as of April 1, 1996, to BTM Funding Corporation. BTM Funding Corporation wishes to show for the public record the aforesaid name change, and, accordingly, it has caused this Memorandum of Notice of Name Change to be executed and recorded with the Board.

DONELAN, CLEARY, WOOD & MASER, P.C.

Letter to Honorable Vernon A. Williams

May 28, 1996

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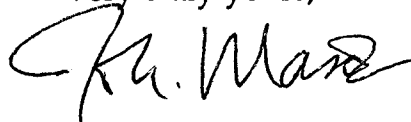
Enclosed is a remittance in the amount of \$21.00 for the required recording fee.

A short summary of the document to appear in the index follows:

Memorandum of Notice of Name Change.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Board acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "John K. Maser III". The signature is fluid and cursive, with the first name "John" being more prominent.

John K. Maser III

*Attorney for purposes of this filing  
for BTM Funding Corporation*

*Enclosures*

1200-140

**MEMORANDUM OF  
NOTICE OF NAME CHANGE**

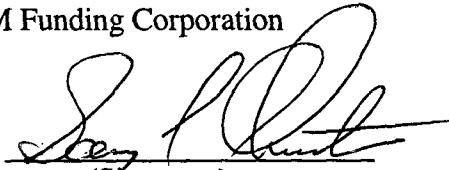
20110

WHEREAS, as evidenced by the attachment hereto, BOT Funding Corporation, a Massachusetts corporation, has changed its name, effective as of April 1, 1996, to BTM Funding Corporation, also a Massachusetts corporation.

IN WITNESS WHEREOF, BTM Funding Corporation wishes to show for the public record the aforesaid name change, and, accordingly, it has caused this Memorandum of Notice of Name Change to be executed by a duly authorized officer this 23rd day of May, 1996.

BTM Funding Corporation

By:

  
(Signature)

Name: Gary L. Christensen  
(Type/Print)

Title: Senior Vice President  
(Type/Print)

STATE OF MASSACHUSETTS )  
 )  
COUNTY OF SUFFOLK )

> SS:

On this 23rd day of May, 1996, before me personally appeared the within named Gary L. Christensen, to me personally known, who, by me being duly sworn, says that he/she is Senior Vice President of BTM Funding Corporation, that he/she is duly authorized to executed the foregoing instrument on behalf of BTM Funding Corporation and that the said instrument was signed on behalf of the said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said BTM Funding Corporation.

Maria R. Kittle  
Notary Public

[ Notary Seal ]

My Commission expires 1/27/2000

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

ame  
pproved

We, Leo R. Chausse, ~~President~~ <sup>Executive</sup> Vice President,

and Philip Sternstein, ~~Clerk~~ <sup>Clerk</sup>

of BOT Funding Corporation  
(Exact name of corporation)

located at 125 Summer Street, Boston, Massachusetts 02110  
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

-1-

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

by unanimous written consent of its stockholders,  
of the Articles of Organization were duly adopted ~~at a meeting held on~~, by vote of:

1,000 shares of Common Stock of 1,000 shares outstanding.  
(type, class & series, if any)

       shares of        of        shares outstanding and  
(type, class & series, if any)

       shares of        of        shares outstanding.  
(type, class & series, if any)

~~1. being at least a majority of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby~~

To amend Article 1 of the Articles of Organization of this corporation  
to change its name to BTM Funding Corporation.

\*Delete the inapplicable words.

\*\*Delete the inapplicable clause.

<sup>1</sup> For amendments adopted pursuant to Chapter 156B, Section 70.

<sup>2</sup> For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

2-27-74

April \_\_, 1996

Office of the Secretary of State  
The Commonwealth of Massachusetts  
One Ashburton Place  
Boston, Massachusetts 02108

Ladies and Gentlemen:

Each of the undersigned corporations does hereby consent to the use of the corporation name "BTM Funding Corporation" by a corporation previously existing under the name "BOT Funding Corporation".

BTM FINANCIAL & LEASING  
CORPORATION B-3

By: Leo J. Vassallo  
Executive Vice President

BTM FINANCIAL & LEASING  
CORPORATION B-6

By: Leo J. Vassallo  
Executive Vice President

BTM FINANCIAL & LEASING  
CORPORATION

By: Leo J. Vassallo  
Executive Vice President

BTM FINANCIAL SERVICES, INC.

By: Leo J. Vassallo  
Executive Vice President

BTM ADMINISTRATORS, INC.

By: Leo J. Vassallo  
Executive Vice President

BTM CAPITAL CORPORATION

By: Leo J. Vassallo  
Executive Vice President

BTM FINANCIAL & LEASING  
CORPORATION B-4

By: Leo J. Vassallo  
Executive Vice President

BTM FINANCIAL & LEASING  
CORPORATION B-11

By: Leo J. Vassallo  
Executive Vice President

BTM FINANCIAL & LEASING  
PORTFOLIOS, INC.

By: Leo J. Vassallo  
Executive Vice President

BTM FINANCIAL RESOURCES, INC.

By: Leo J. Vassallo  
Executive Vice President

BTM SERVICE CORP.

By: Leo J. Vassallo  
Executive Vice President

BTM VEHICLE LEASING, INC.

By: Leo J. Vassallo  
Executive Vice President

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 1<sup>st</sup> day of April, 19 96.

Leo F. Chausse \_\_\_\_\_ Executive  
President / \*Vice President.

Yusef Thar \_\_\_\_\_ \*Clerk / ~~Secretary~~

\*Delete the inapplicable words.

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SECRETARY OF  
THE COMMONWEALTH

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THE COMMONWEALTH OF MASSACHUSETTS

**ARTICLES OF AMENDMENT**  
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in  
the amount of \$ 100 having been paid, said articles are deemed  
to have been filed with me this 1st day of APRIL  
19 96.

Effective date: \_\_\_\_\_



**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**  
Photocopy of document to be sent to:

Elizabeth K. Johnson  
BTM Capital Corporation  
125 Summer Street

Boston, MA 02110